

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
FORM LIMITED OFFERING EXEMPT



SEC USE ONLY								
Prefix	Serial							
DATE RE	CEIVED							
1								

UNIFORM LIMITED OFFERING EXEMPT	ION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	1325023
Datatel Holdings, Inc. Offering of Common Stock and Preferred Stock.	JAWAS
Filing Under (Check box(es) that apply):	☐ Section 4(6) ☐ ULOE
Type of Filing.	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Datatel Holdings, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) To c/o Datatel, Inc., 4375 Fair Lakes Court, Fairfax, VA 22033	elephone Number (Including Area Code) (703) 968-9000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	elephone Number (Including Area Code)
Brief Description of Business Holding company and ultimate parent of Datatel, Inc. which provides software applications.	ons to higher education institutions.
Type of Business Organization	other (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	other (please specify): ALG 122 THOMSON FINANCIAL ate:
CN for Canada: FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulat 15 U.S.C. 77d(6).	ion D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering	g. A notice is deemed filed with the U.S.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A. BASIC IDENTI	FICATION DATA							
2. Enter the information requ	ested for the following	ng:								
• Each promoter of the is	suer, if the issuer has	s been organized within the	past five years;							
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;										
Each executive officer	and director of corpo	orate issuers and of corpora	te general and managing part	mers of partnership	issuers; and					
 Each general and mana 	ging partner of partn	ership issuers.								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Bravo, Orlando										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)								
Thoma Cressey Equ	ity Partners, Inc	, 600 Montgomery St	reet, 32 nd Floor, San Fra	ancisco, CA 94	1111					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Carl D. Thoma	,									
Business or Residence Addres	s (Number and Stree	t. City. State. Zin Code)								
	•		33 South Wacker Driv	e Chicago II	60606					
		· · · · · · · · · · · · · · · · · · ·								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if	individual)			*						
Moragne, John H.										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			, , , , , , , , , , , , , , , , , , ,					
Trident Capital, Inc.	505 Hamilton A	Avenue, Suite 200, Pa	lo Alto, CA 94301							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Griffith, H. Russell										
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)								
Datatel, Inc., 4375 F										
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·	1900.00							
Hollidge, Jr., Vernor	ŕ									
Business or Residence Address		t City State Zin Code)								
4375 Fair Lakes Cou										
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
JP Morgan U.S. Cor	porate Finance Is	nstitutional Investors	II LLC							
Business or Residence Addres	ss (Number and Stree	t, City, State, Zip Code)								
c/o JP Morgan Inves	tment Managem	ent, Inc., 522 Fifth A	venue, 15th Floor, New	York, New Yo	ork 10036					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Thoma Cressey Fund	d VII, L.P.									
Business or Residence Address		et, City, State, Zip Code)								
Thoma Cressey Equ	ity Partners, Inc.	, 600 Montgomery St	reet, 32 nd Floor, San Fr	ancisco, CA 9	4111					

Check Box(es) that Apply:	Promoter	■ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	ndividual)											
Trident Capital Fund-V, L.P.												
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)										
c/o Trident Capital, Inc., 505 Hamilton Avenue, Suite 200, Palo Alto, CA 94301												
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, if	Full Name (Last name first, if individual)											
Trident Capital Fund	-VI, L.P.											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)										
c/o Trident Capital, I	nc., 505 Hamilto	on Avenue, Suite 200,	Palo Alto, CA 94301									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner							
Full Name (Last name first, if	ndividual)			11.01								
Reynolds, Thomas A	•											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)	*** •									
4375 Fair Lakes Cou	rt, Fairfax, VA	22033										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner							
Full Name (Last name first, if	ndividual)											
Speer III, John F.												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
4375 Fair Lakes Cou	rt, Fairfax, VA	22033										
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☐ Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Murphy, Elizabeth A												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
4375 Fair Lakes Cou	rt, Fairfax, VA	22033										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Edge, Jayne W.												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
4375 Fair Lakes Cou	rt, Fairfax, VA	22033										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Piercy, Virginia L.												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										

4375 Fair Lakes Court, Fairfax, VA 22033

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Dr. Charles Spence					
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
36 - 241 Chagall Cou	urt, Cathedral C	ity, CA 92234			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Greg Derkacht					
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
20211 Rainbow Circ	le, Cornelius, N	C 28031			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Marcel Bernard					
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
12 Jeremy Drive, Un	ionville, ON Ca	nada L3R 2K6			

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.										Yes	No	
2. What is the minimum investment that will be accepted from any individual?										\$50,000)	
3. Does	s the offeri	ng permit j	oint owners	ship of a si	ngle unit?			•••••••			Yes	No
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. 												
Full Na	me (Last n	ame first, i	findividua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)			<u></u>		
Name o	f Associate	ed Broker o	or Dealer							<u> </u>		
		erson Listed										1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)			· · · · · · · · · · · · · · · · · · ·		
Name o	f Associate	ed Broker o	or Dealer									****
States in (Che	n Which Pe eck "All St	erson Listed ates" or ch	d Has Solic	cited or Intellual States)	ends to Sol	icit Purcha	sers					
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NЛ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer						****			
		erson Listed					sers					1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[wɪ]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEEDS		
6	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregate Offering Pric	e	Amount Already Sold
	Debt	\$0		\$0
	Equity	\$131,580,241	_	\$131,580,241
	Convertible Securities (including warrants)	\$0		\$0
	Partnership Interests	\$0	_	\$0
	Other (Specify)	\$0	_	\$0
	Total	\$131,580,241	_	\$131,580,241
	Answer also in Appendix, Column 3, if filing under ULOE.			
i F	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			A ggregate
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	27	_	\$130,921,038
	Non-accredited Investors	15		\$659,203
	Total (for filings under Rule 504 only)	N/A	_	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
s	f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Time of Offering	Type of		Dollar Amount
	Type of Offering Rule 505	Security		Sold
		N/A	_	\$N/A
	Regulation A		_	\$N/A
	Rule 504		_	\$N/A
	Total	N/A	_	\$N/A
I. a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$0
	Printing and Engraving Costs			\$0
	Legal Fees		\boxtimes	\$150,000
	Accounting Fees			\$0
	Engineering Fees			\$0
	Sales Commission (specify finders' fees separately)			\$0
	Other Expenses (identify)			\$0
	Total		— ⊠	\$150.000

	C. OFFERING PI	RICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF	PROCEEDS				
b.	Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."							
5.	Indicate below the amount of the adj for each of the purposes shown. If t and check the box to the left of the adjusted gross proceeds to the issuer	nish an estim must equal	ate					
				Payments to Officers, Directors & Affiliates	Payments To Others			
	Salaries and fees			\$0	\$0			
	Purchase of real estate			\$0	\$0			
	Purchase, rental or leasing and in	nstallation of machinery and equipment		\$0	□ \$0			
•	Construction or leasing of plant	buildings and facilities		\$0	□ \$0			
	offering that may be used in exc pursuant to a merger) Repayment of indebtedness Working capital	including the value of securities involved in t hange for the assets or securities of another is	suer □ □	\$0 \$0	\$0 \$0			
				\$0	\$0 \$0 \$131,430,241			
		totals added)			31,430,241			
		D. FEDERAL SIGNATURE						
oll	owing signature constitutes an underta	be signed by the undersigned duly authorized aking by the issuer to furnish to the U.S. Secuthed by the issuer to any non-accredited invest	rities and Exc	hange Commissi	on, upon written			
	er (Print or Type)	Signature Vinnelfell ?	2	Date				
_	atel Holdings, Inc.	//_	/	August 5, 2005				
Var	ne of Signer (Print or Type)	Title of Signer (Print or Type)	/					
	non R. Hollidge, Jr.	Senior Vice President and Chief Finance	ial Officer					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
• • •	R 230.262 presently subject to any of the disqu	<u> </u>	Yes	No ⊠
	See Appendix, Column 5, for state i	response.		
2. The undersigned issuer hereby u Form D (17 CFR 239.500) at suc	ndertakes to furnish to any state administrator ch times as required by state law.	of any state in which this notice	is filed, a no	tice on
 The undersigned issuer hereby to issuer to offerees. 	undertakes to furnish to the state administrato	rs, upon written request, informa	ation furnish	ned by the
Limited Offering Exemption (U	ts that the issuer is familiar with the conditions LOE) of the state in which this notice is filed a of establishing that these conditions have been	and understands that the issuer cla		
The issuer has read this notification undersigned duly authorized person	n and knows the contents to be true and has do	uly caused this notice to be signed	ed on its beh	alf by the
Issuer (Print or Type)	Signature	Date		
Datatel Holdings, Inc.	Many Holler	August 5, 200	05	
Name (Print or Type)	Title (Print or Type)	,		
Vernon R. Hollidge, Jr.	Senior Vice President and Chief Fir	nancial Officer		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ification ate ULOE , attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		⊠	Common Stock and Preferred Stock \$3,000,000	1	\$3,000,000	0	0		⊠
AR									
CA		⊠	Common Stock and Preferred Stock \$80,226,741	11	\$80,036,538	4	\$190,203		⊠
СО									
CT									
DE									
DC									
FL									
GA									
НІ		⊠	Common Stock and Preferred Stock \$3,000,000	1	\$3,000,000	0	0		⊠
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME					0				
MD									
MA		⊠	Common Stock and Preferred Stock \$18,500,000	2	\$18,500,000	0	0		⊠
MI									
MN									
MS									

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО				mvestors	7 Hillouit	investors	Milount		
MT					<u> </u>				
NE									
NV						·			
NH					····				
NJ									
NM									
NY		⊠	Common Stock and Preferred Stock \$18,969,000	3	\$18,500,000	11	\$469,000		⊠
NC		×	Common Stock \$2,000	1	\$2,000	0	0		×
ND									
ОН									
ОК									
OR									
PA									
RI									
SC						;			
SD									
TN				:					
TX									
ŲT									
VT									
VA		⊠	Common Stock and Preferred Stock \$7,880,500	7	\$7,880,500	0	0		⊠
WA				χ.					
WV									
WI									
WY							-		